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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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X Chapter 11

**In re:** :  
**LEHMAN BROTHERS HOLDINGS INC. et al.,** : Case No. 08-13555 (JMP)  
**Debtors.** : Jointly Administered  
X

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**VERIFIED STATEMENT OF CADWALADER, WICKERSHAM & TAFT, LLP  
PURSUANT TO BANKRUPTCY RULE 2019(a)**

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Cadwalader, Wickersham & Taft, LLP (“Cadwalader”), as attorneys for the entities listed on Exhibit A hereto (collectively, the “Entities”), in connection with the above-captioned chapter 11 cases of Lehman Brothers Holdings, Inc. and related subsidiaries and affiliates including LB 745, LLC and Lehman Brothers, Inc. (collectively, the “Debtors”), makes the following statement pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure.

1. Cadwalader is counsel or special counsel to the Entities in the above-captioned cases. The address for Cadwalader for purposes of this statement is One World Financial Center, New York, NY 10281.
2. The mailing address for each of the Entities is listed on Exhibit A hereto.

3. Each of the Entities may hold claims against and/or interests in the Debtors arising out of applicable agreements, law or equity pursuant to their relationship with the Debtors.

4. The specific nature and amounts of the claims held by the Entities will be set forth in proofs of claims filed against the Debtors' estates.

5. The following are the facts and circumstances in connection with Cadwalader's employment in these cases. Cadwalader represented each of the Entities prior to the Debtors' chapter 11 cases. Each of the Entities separately requested that Cadwalader represent them in connection with the Debtors' chapter 11 cases. Cadwalader also represents the Entities on matters unrelated to the cases.

6. The Entities may hold claims against and/or interests in the Debtors' estates in addition to those disclosed herein that do not fall within the scope of Cadwalader's representation of such entities.

7. Cadwalader also represents or advises, or may have represented or advised other parties in interest with respect to the cases that have not been included in the Statement because the parties that Cadwalader represents do not currently intend to appear in the cases or such representations have been concluded. These parties in interest include commercial and investment banks, private equity and hedge funds, and other financial institutions, exchanges, and clearing organizations that are parties to various agreements with the Debtors.

8. Cadwalader has provided, and may continue to provide, certain legal services to the Debtors. With respect to such services, Cadwalader has prepetition and may have post-petition claims against the Debtors.

9. Cadwalader will supplement this Statement as necessary.

Dated: October 7, 2008

CADWALADER, WICKERSHAM & TAFT LLP

/s/ *Mark C. Ellenberg*

Howard R. Hawkins, Jr. Esq.  
Deryck A. Palmer, Esq.  
Bruce R. Zirinsky, Esq.  
John J. Rapisardi, Esq.  
George Davis, Esq.  
Israel Dahan, Esq.  
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Ellen M. Halstead, Esq.

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- and -

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I, Mark C. Ellenberg, declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the facts set forth in the foregoing Statement are true and correct to the best of my knowledge, information and belief.

By: /s/ Mark C. Ellenberg  
Mark C. Ellenberg

Executed this 7th day of October, 2008.

**EXHIBIT A: LIST OF ENTITIES**

**Attorneys for:**

Citigroup Inc. and affiliates  
399 Park Ave.  
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**Special Counsel for:**

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